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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 13, 2000

JOINT PETITION OF

NORTHPOINT COMMUNICATIONS
GROUP, INC.,

and

CASE NO. PUA000070

BELL ATLANTIC CORPORATION d/b/a
VERIZON COMMUNICATIONS INC.

For approval of Agreement and
Plan of Merger

ORDER GRANTING MOTION TO MODIFY PROCEDURAL SCHEDULE

On October 12, 2000, NorthPoint Communications Group, Inc., and Bell Atlantic Corporation d/b/a Verizon Communications Inc. (collectively, "Petitioners") filed a motion requesting that the procedural schedule established by the Commission's September 25, 2000, Order for Notice and Comment be modified. Specifically, Petitioners request the following: that the date for Petitioners to publish notice be extended from October 16, 2000, to October 24, 2000; that the date for interested persons to file comments or requests for hearing be extended from October 30, 2000, to November 7, 2000; that the date for the filing of the Staff Report be extended from November 8, 2000, to November 16, 2000; that the date for the filing of proof of notice be extended from November 10, 2000, to November 17, 2000;

and the date for filing responses to Staff's Report be extended from November 17, 2000, to November 27, 2000. In addition, Petitioners state that they do not object to the Commission extending its review of the Joint Petition by a comparable period of time.

NOW THE COMMISSION, having considered the matter, is of the opinion that the Petitioners' request is reasonable and should be granted with the exception of the requested extension of time for review of the Joint Petition. We will, pursuant to § 56-88.1 of the Code of Virginia, extend our period of review for an additional thirty (30) days, or through December 19, 2000.

Accordingly, IT IS ORDERED THAT:

(1) Pursuant to § 56-88.1 of the Code of Virginia, the period of review of this Joint Petition shall be extended for an additional thirty (30) days, or through December 19, 2000.

(2) The procedural schedule established by our September 25, 2000, Order for Notice and Comment is hereby modified as detailed herein.

(3) The notice prescribed in Ordering Paragraph (7) of our September 25, 2000, Order shall be modified to reflect the revised procedural schedule.

(4) This matter shall be continued generally.